BY-LAWS

-OF THE-

MASONIC

TEMPLE COMPANY

-OF-

lordor, ortalio.

LONDON :

Printed at the Herald Steam Printing Establishment, Dundas-St.

1877

T

Printe

BY-LAWS

-OF THE-

MASONIC

TEMPLE COMPANY

-OF-

lordor, ortario.

LONDO

Printed at the Herald Steam Printing . Sablishment, Dundas-St.

CA SH

HI

V. Y. W. W. V. Y. BROBRO

V. V. Tre
Sec.
Solv
Ban

THE

Masonic Temple Company

OF LONDON, ONTARIO.

SHARES				,	- \$80,000 - \$20 EACH,
Pay	able 50	Cents	per n	nonth	per share.
HEAD OF	FICE,	-		•	LONDON, ONT.
V. W. BRO. R. R. W. BRO. GI W. BRO. H. W. W. BRO. T. BE W. BRO. W. GI V. W. BRO. W. BRO. E. W. HY	EO. S. B. ATERMA CATTIE, REEN. M. CARI	18° IRREL AN, 14 32°	, - L, 32 4 ° .	-	FORS PRESIDENT VICE-PRES'T.

AUDITORS.

BRO. J. BEATTIE, -.

BRO. C. F. GOODHUE, 18 °.

BRO. JOHN BURNETT, 18 °.

V. W. BRO.	WM.	F	LEMI	NG,	18 °.
Treasurer		-	-	-	W. BRO. H. A. BAXTER, 18 °
Secretary	-	-		-	BRO. JOHN R. DIXON.
Solicitor	-	-	-	-	- BRO. JAS. H. FRASER, M. P.
Bankers			THE	CAN	ADIAN BANK OF COMMERCE

Vic

To of

yea Go und cor pet

ina polity woo A of C cou said city of I min Good thee city Lor Lor Lor C qui of C mai

of p A par for

here Lev ufac Elli Her

Copy of Letters Patent issued to the Masonic Temple Company of London, Ontario. (Signed) D. A. MACDONALD.

PROVINCE OF ONTARIO.

Victoria, by the Grace of God, of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, &c., &c., &c.

To all whom these Presents shall come—GREETING-

Whereas, under and by an Act of the Legislature of our Province of Ontario, passed in the session thereof held in the thirty-seventh year of our leign, and intituled, "An Act respecting the Incorpora-tion of Joint Stock Companies by Letters Patent," the Lleutenant-Governor of our said Province in Council, may by Letters Patent, under the Great Seal of our said Province, grant a Charter of In-corporation to any number of persons, not less than five, who shall petition therefor, and may constitute such persons and others, who may become shareholders in such Company, a body corporate and politic, for any purposes or objects to which the Legislative authority of the said Legislature extends, except the construction and working of Railways and the business of Insurance.

working of Railways and the business of Insurance.

And Whereas, by petition addressed to our Lieutenant-Governor of Ontario in Council, Robert Lewis, of the city of London, in the county of Middlesex, Manufacturer: George Sunley Birrell, of the said city of London, Merchant; Ellis Walton Hyman, of the said city of London, Manufacturer; Herman Waterman, of the said city of London, Manufacturer; John Beattie, of the township of Westminster, in the county of Middlesex, Esquire; Charles Frederick Goodhue, of the said city of London, Esquire; William Green, of the said city of London, Merchant; Thomas Beattie, of the said city of London, Merchant; and William Carey, of the said city of London, Merchant; and William Carey, of the said city of London, Merchant; have prayed that a Charter of Incorporation may be granted to them and to such other persons as are or may become shareholders in a Company formed for the purpose of acquiring divers parcels of land in the city of London, in the Province of Ontario, by purchase, lease and otherwise, and for erecting and of Ontario, by purchase, lease and otherwise, and for erecting and maintaining a building or buildings thereon, for the accomodation of public meetings convened for useful and moral purposes.

And Whereas, in accordance with the provisions of the above in and whereas, in accordance with the provisions of the above in part recited Act, notice has been published in the Ontario Gazette for at least one month previous to the presentation of the petition hereinbefore mentioned, in which notice it is stated that Robert Lewis of the said city of London, in the county of Middlesex, Manufacturer; George Sunley Birrell, of the city of London, Merchant; Ellis Walton Hyman, of the said city of London, Manufacturer; Herman Waterman, of the said city of London, Manufacturer; John Beattle, of the township of Westminster, in the county of Middlesex, Esquire; Charles Frederick Goodhue, of the said city of London, Esquire; William Green, of the said city of London, Merchant; and William Carey, of the said city of London, Merchant; and William Carey, of the said city of London, Merchant, intended to apply for such Charter; that the proposed corporate name of the company is "The Masonic Temple Company, of London, Ontario," that the objects for which the incorporation is sought, is for the purpose of acquiring divers parcels of land in the city of London, in the Province of Ontario, by purchase, lease and otherwise, and for erecting and maintaining a building or buildings theron, for the accommodation of public meetings convened for useful and moral purposes; that the operations of the Company are to be carried on at the city of London, in the Province of Ontario; that the chief place of business of the Company is to be at the said city of London; that the amount of the Capital Stock of the Company is eighty thousand dollars; that the number of shares is four thousand; and the amount of each share is twenty dollars; that the names in full and address and calling of each of the applicants is as follows:—Robert Lewis, London, manufacturer; George Sunley Birrell, London, merchant; Ellis Watton Hyman, London, manufacturer; John Beattie, township of Westminster; (London), Esquire; Charles Frederick Goodhue, London, Esquire; Thomas Beattie, London, merchant; and William Carey, London, merchant; and William Green, London, merchant; that Robert Lewis, George Sunley Birrell, Ellis Walton Hyman, Herman Waterman, John Beattie, Charles Frederick Goodhue, William Green, Thomas Beattie, and William Carey are to be the first Directors of the Company.

And Whereas, the said petition, besides stating the facts set forth in the said notice, further states that the amount of the said stock taken by each of the said applicants is as follows:—By the said Robert Lewis, one thousand dollars, on which the sum of fifty dollars has been paid in; by the said Ellis Walton Hyman, one thousand dollars, on which the sum of fifty dollars has been paid in; by the said Herman Waterman, one thousand dollars, on which the sum of fifty dollars has been paid in; by the said John Beattie, four hundred dollars, on which the sum of twenty dollars has been paid in; by the said Charles Frederick Goodhue, one thousand dollars, on which the sum of fifty dollars has been paid in; by the said Thomas Beattie, one thousand dollars, on which the sum of fifty dollars has been paid in; by the said William Carey, five hundred dollars, on which the sum of twenty dollars has been paid in; by the said William Green, four hundred dollars, upon which the sum of twenty dollars has been paid in. The said amounts so paid, have been paid in cash.

And Whereas, it has been proved to the satisfaction of our Lieutenant-Governor in Council, that the said applicants have complied with all the requirements of the said Act, as to matters pre-iminary to the issue of Letters Patent.

Now know ye, that by and with the advice of our Executive Council of our Province of Ontario, and under the authority of the

herei thori Lette Birre Char liam are, o Com made corpo seal. Onta an in ted b ate n in all said A tal st divide the sa Hern Willia Direc And

the ge amon 1 T Board 2. T Directin the 3. N

ďο

after, right, 4. T share some for sudefau 5. I the le

the Cosome chief

Board

shall | pany, (d) | (e) V

hereinbefore in part recited Statute, and of any other power or authority whatsoever in us vested in this behalf, we do by these our Letters Patent constitute the said Robert Lewis, George Sunley Birrell, Ellis Walton Hyman, Herman Waterman, John Beattie. Charles Frederick Goodhue, William Green, Thomas Beattie, William Carey, and all and every such person or persons as now is, or are, or shall at any time hereafter become shareholders in the said Company, under the provisions of the said Act, and the By-Laws, made under the authority thereof, and their successors, a body corporate and politic, with perpetual succession, and a common seal, by the name of "The Masonic Temple Company of London, Ontario," and capable forthwith of exercising all the functions of an incorporated Company for the purposes aforesaid, as if incorporated by a special Act of the Legislature of Ontario, and by their corporate name, of suing and being sued, pleading and being impleaded in all courts, whether of law or equity, and with the powers in the said Act more particularly set forth. And we direct that the capital stock of the said Company be eighty thousand dollars, and be divided into four thousand shares of twenty dollars each, and that the said Robert Lewis. George Sunley Birrell, Ellis Walton Hyman, Herman Waterman. John Beattie, Charles Frederick Goodhue, William Green, Thomas Beattle, and William Carey, be the first Directors of the said Company.

And the said Company hereby incorporated shall be subject to the general provisions of law set forth in the said recited Act, and amongst others the following, that is to say:-

1 The affairs of every such Company shall be managed by a

Board, of not less than three, nor more than nine Directors.

2. The persons named as such, in the letters patent, shall be the Directors of the Company, until replaced by others duly appointed in their stead.

3. No person shall be elected or appointed as a Director thereafter, unless he is a shareholder owning stock absolutely in his own

right, and not in arrear in respect of any call thereon.

4. The after Directors of the Company shall be elected by the shareholders in general meeting of the Company assembled at some place within this Province, at such times, in such wise, and for such term, not exceeding two years, as the letters patent or (in default thereof) the By-Laws of the Company may prescribe.

5. In default only of other express provisions in such behalf, by

the letters patent or by-laws of the Company;
(a) Such election shall take place yearly, all the members of the Board retiring, and (if otherwise qualified) being eligible for reelection.

(b) Notice of the time and place for holding general meetings of the Company shall be given at least ten days previously thereto, in some newspaper published at or as near as may be to the office or chief place of business of the Company.

(c) At all general meetings of the Company, every shareholder shall be entitled to as many votes as he owns shares in the Com-

pany, and may vote by proxy.

of

of

nd

to

he

r-

ın or ne

al

n

ef n-

is

1-

e

is

y

1-

n

8 1,

d

-;

y

n

4.50

(d) Elections of Directors shall be by ballot.

(e) Vacancies occurring in the Board of Directors may, unless the

by-laws otherwise direct, be filled for the unexpired remainder of the term, by the Board, from among the qualified shareholders of the Company.

- (f) The Directors shall, from time to time, elect from among themselves a President of the Company; and shall also name, and may remove at pleasure all other officers thereof.
- 6. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved; but such election may take place at any general meeting of the Company duly called for that purpose; and the retiring Directors shall continue in office until their successors are elected.
- 7. The Directors of the Company shall have full power in all things to administer the affairs of the Company; and make, or cause to be made, for the Company, any description of contract which the Company may by law enterinto; and may, from time to time, make by-laws not contrary to law, nor to the letters patent of the Company, nor to this Act, to regulate the allotment of stock; the making of calls thereon; the payment thereof; the issue and registration of certificates of stock; the forfeiture of stock for nonpayment; the disposal of forfeited stock and of the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the number of the Directors, their term of service, the amount of their stock qualifications; the appointment, functions, duties and removal of all agents, officers and servants of the Company; the security to be given by them to the Company; their remuneration; the time at which, and place where the annual meetings of the Company shall be held; the calling of meetings, regular and special, of the Board of Directors, and of the Company; the quorum; the requirements as to proxies; and the procedure in all things at such meetings; the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law; and the conduct in all other particulars of the affairs of the Company; and may, from time to time, repeal, amend or re-enact the same; but every such bylaw and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company duly called for that purpose, shall only have force until the next annual meeting of the Company; and in default of confirmation thereat, shall, at and from that time only, cease to have force; and in that case no new by-law to the same or like effect shall have any force, until confirmed at a general meeting of the Company; provided always that one-fourth part in value of the shareholders of the Company shall at all times have a right to call a special meeting thereof, for the transaction of any business specified in such written requisition and notice as they may issue to that effect; provided also, that no by-law for the allotment or sale of stock at any greater discount or at any less premium than what has been previously authorized at a general meeting, or for the payment of the president or any director, shall be valid or acted upon until the same has been confirmed at a general meeting.
 - 8. In case a by-law, authorizing the same, is sanctioned by a vote of

not sent deri the the ritie no s

gage cure 9. tary in sh

any
capi
(b)
have
(c)
hold
(d)
(e)
stock

for e date (g) been ever 10. of an not b

(f)

be va of the feree Comp made 12 excep

holde

tives.

every tracts 13. every misso Comp accord pany, necess

tract, note o der of ers of

mong and.

o not to be neral e res are

n all tract neto tent ock and

noneof: the heir re-86ion;

speum: rs at and t in rom byssin luly ıual

eat. lin any oros of etuch oroiny rethe the

e of

not less than two-thirds in value, of the said shareholders, then present in person or by proxy, at a general meeting duly called for considering the by-law, the directors may borrow money upon the credit of the Company, and issue the bonds, debentures, or other securities of the Company, and may sell the said bonds, debentures or other securities at such prices as may be deemed expedient or be necessary; but no such debentures shall be for a less sum than one hundred dollars.

(a) The directors may, under the like sanction, hypothecate, mort-

gage, or pledge the real or personal property of the Company, to secure any sum or sums borrowed for the purposes thereof.

9. The Company shall cause a book or books to be kept by the Secretary, or by some other officer especially changed with that duty, wherein shall be kept recorded;

(a) A copy of the Letters Patent incorporating the Company, and of any supplementary Letters Patent for increasing or decreasing the capital stock thereof, and of all by-laws thereof;

(b) The names, alphabetically arranged, of all persons who are or have been shareholders

(c) The address and calling of every such person while such share-

(d) The number of shares of stock held by each shareholder;

(e) The amounts paid in, and remaining unpaid, respectively, on the stock of each shareholder;

(f) All transfers of stock, in their order as presented to the Company for entry, with the date and other particulars of each transfer, and the date of the entry thereof; and-

(g) The names, addresses and calling of all persons who are or have been Directors of the Company; with the several dates at which each ever became or ceased to be such Director.

10. The Directors may refuse to allow the entry, into any such book, of any transfer of stock whereon any call has been made which has not been paid in.

11. No transfer of stock, unless made by sale under execution, shall be valid for any purpose whatever, save only as exhibiting the rights of the parties thereto towards each other, and as rendering the transferce liable an interim jointly and severally with the transferor, to the Company and their creditors, until the entry thereof has been duly made in such book or books.

12 Such books shall, during reasonable business hours of every day, except Sundays and holidays, be kept open for the inspection of shareholders and creditors of the Company, and their personal representa-tives, at the office or chief place of business of the Company; and every such shareholder, creditor or representative, may make extracts therefrom.

13. Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed on behalf of the Company by any agent, officer or servant of the Company, in general accordance with his powers as such under the by-laws of the Company, shall be binding upon the Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted

or endorsed, as the case may be, in pursuance of any by-law, or special vote or order; nor shall the party so acting as agent, officer or servant of the Company, be thereby subjected individually to any liability whatsoever to any third party therefor; Provided always that nothing in this Act shall be construed to authorise the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money, or as the note of a Bank, or to engage in the business of banking or insurance.

14. No Company shall use any of its funds in the purchase of stock in any other Corporation, unless expressly authorised by the by-laws

confirmed at a general meeting.

15. Each shareholder, until the whole amount of his stock has been paid up, shall be individually liable to the creditors of the Company, to an amount equal to that not paid up thereon, but shall not be liable to an action therefor by any creditor, before an execution against the Company has been returned unsatisfied in whole or in part; and the amount due on such execution, shall, subject to the provisions of the next section, be the amount recoverable with costs, against such shareholders: Provided that any shareholders may plead by way of defence, in whole or in part, any set off which he could set up against the Company, except a claim for unpaid dividends, or a salary, or allowance as a president or director.

16. The Shareholders of the Company shall not be held responsible for any act, default, or liability whatsoever, of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the Company, beyond the unpaid amount of their respective shares in the capital stock

thereof.

17. The Directors of the Company shall not declare or pay any dividend when the Company is insolvent, or any dividend the payment of which renders the Company insolvent or diminishes the capital stock

18 No loan shall be made by the Company to any shareholder; and if such be made, all directors and other officers of the Company making the same, or in anywise assenting thereto, shall be jointly and severally liable to the Company for the amount of such loan, and also to third parties, to the extent of such loan, with legal interest, for all debts of the Company contracted from the time of the making of such loan to that of the repayment thereof. But this section shall not appear to the contracted from the time of the making of such loan to that of the repayment thereof. ply to a Building Society, or to a Company incorporated for the loan of money, in any manner to which the jurisdiction of this Legislature, or

the meaning of this Act applies.

19. The Directors of the Company shall be jointly and severally liable to the labourers, servants and apprentices thereof, for all debts not exceeding one year's wages, due for services performed for the Company whilst they are such directors respectively; but no director shall be liable therefor, unless the Company has been sued therefor within one year from the time when he ceased to be such director, nor yet before an execution against the Company has been returned unsatisfled in whole or in part; and the amount due on such execution shall be the amount recoverable with the costs against the directors.

20. The Charter of the Company shall be forfeited by non-user during three consecutive years at any one time, or if the Company do not go into deeme 21. 7 sions a order of its

IN TE made hereu WITN

At Ou

By Co

go into actual operation within three years after it is granted; and no declaration of such forfeiture by any Act of the Legislature shall be deemed an infringement of such Charter.

21. The Company shall be subject to such further and other provisions as the Legislature of Ontario may hereafter deem expedient in order to secure the due management of its affairs and the protection of its shareholders and creditors.

IN TESTIMONY WHEREOF, We have caused these Our Letters to be made Patent, and the Great Seal of Our said Province of Ontario to be hereunto affixed:

WITNESS, THE HONOURABLE DONALD ALEXANDER MACDONALD, Lieutenant-Governor of Our Province of Ontario.

At Our Government House, in Our CITY of TORONTO, in Our said Province, this Twenty-second day of December, in the year of Our Lord, one thousand eight hundred and seventy-six, and in the fortieth year of Our Reign.

By Command,

spe.

serbilithat

0 is-

e in-

age

ock

aws

een

able

the

the

the

are-

om-

nce

ble for ond ock iviof oek nd akseto all eh apof or iaot mall inet 18all ırot

(Signed) R. S. BRODIE.

Acting Assistant Secretary.

BY-LAWS

OF THE

Masonić Temple Company

OF LONDON, ONTARIO.

Whereas, it is desirable that every member of this Company should be fully informed of his duties and obligations towards it: Therefore, be it resolved, that the following By-Laws for the better governing and conducting the several affairs of this Company, be, and are hereby adopted.

I.

The affairs and business of this Company shall be transacted by a Board of nine Directors, to be chosen at its annual meeting or otherwise, as the Letters Patent incorporating the said Company provide, five of whom shall form a quorum.

II.

The election of Directors at the annual meeting, or some postponement or adjournment thereof, shall be by ballot as follows:
viz.,—A correct list of members eligible for election as Directors
having been made and distributed, the nine members receiving
the highest number of votes, shall be declared duly elected, and
in case of a tie between two or more members, a new ballot shall
be taken for such members, but no person shall be eligible for
election as a Director, unless he shall be the bona-fide holder in
his own name of not less than ten shares in the said Company.

The which imme President day of upon

and of case of vote, Vice-prote of the Pthe Trence ally s

The

The investigation in the shall made shall with nually all me Comp

The Comp accou

neces

III.

The Board of Directors at the first meeting after their election, which shall take place at four o'clock in the afternoon of the day immediately following such election, shall elect a President, Vice-President, Treasurer, and Secretary by ballot. The Board shall meet regularly for the transaction of business on the Second Tuesday of each month, at such hour and place as may be determined upon by them, or at the call of the President.

IV.

The President shall preside at all meetings of the Company and of the Board of Directors, and preserve order thereat. In case of an equal division of votes, he shall be entitled to a casting vote, although he may have voted before. In his absence, the Vice-President shall preside, and in his absence, then a Chairman protem from the Board of Directors shall be chosen by a majority of the members present, who shall exercise all the functions of the President. The President shall sign all orders drawn upon the Treasurer; appoint all Committees by and with the concurrence of the Board of Directors, and perform all the duties generally appertaining to a presiding officer.

oanv

it:

bet-

any.

eted

ting

om-

ost-

WS :

tors

ring and

hall for

e in

V.

The Treasurer shall receive all monies from the Secretary, and invest the same as a majority of the Directors may instruct. He shall pay all orders which have been passed by the Directors, made by the Secretary, and countersigned by the President. He shall keep a correct account of all receipts and disbursements, with the vouchers therefor, and render a detailed statement annually, or as often as the Directors may require. He shall deliver all monies, books, papers, and other property belonging to the Company to his successor in office, and shall give such security for the due execution of his duties as the Directors shall think necessary, and shall by resolution direct.

VI.

The Secretary shall keep a true record of all transactions of the Company and Board of Directors. He shall keep the books of account, receive all monies due the Company, giving his receipt

therefor, and shall pay the same to the Treasurer forthwith, taking his receipt for the same. He shall sign all drafts upon the Treasurer, at the order of the Board of Directors, to be countersigned by the President. He shall issue all notices and communications called for by these By-Laws or the Letters Patent of the Company, or ordered by the Board of Directors or the President. He shall have the custody of the seal of the Company, and affix the same to all such documents as are authorized by the Board. He shall make a full report in writing of the affairs of the Company at each annual meeting, and at such other times as the Directors may require. He shall furnish such security for the proper discharge of his duties as the Directors may think necessary, and shall by resolution direct, and shall be paid such remuneration for his services as they may from time to time determine.

VII.

At the annual meeting, or some postponement or adjournment thereof, two Auditors shall be elected by open vote of the majority of the members present. They shall report on the statements and reports of the Treasurer and Secretary every month to the Directors of the Company, and such report shall be copied into a book for that purpose, kept with the other books of the Company, and such book shall be open for the inspection of the Stockholders as the other books of the Company.

VIII.

The Directors shall, from time to time, make such calls of money upon the respective Shareholders, in respect of the amount of capital respectively subscribed by them, as they may deem necessary, not exceeding the sum of 50 cents per share per month, in agreement with the Letters Patent; and in case any person or persons neglect or refuse to pay the same when due, or at the times appointed by the Directors, the Directors may proceed to the recovery thereof as provided for by the Letters Patent, or any Act of Parliament.

IX.

It shall be the duty of every member of this Company to inform the Secretary of his correct Post Office address, and to advise him of any change thereof.

tion of meet through shall the S

At duly of the

Shallow annu calls lowed

X.

Notice of any intended amendment, repeal, alteration or addition of any By-Law or By-Laws may be given at any general meeting or adjournment thereof, or to the Board of Directors through the Secretary, and such amendment, repeal, or alteration shall be in force only when sanctioned by a vote of two-thirds of the Stockholders present at a general meeting to be called by the Directors for the purpose of considering the same.

XI.

At all meetings of the Company, it shall be competent for any duly qualified members to vote by proxy, except the paid officers of the Company. (See form A appended).

XII.

Shareholders paying the amount of their Stock in full shall be allowed interest on the same at the rate of six per centum per annum, and shareholders paying any certain number of monthly calls in advance, may, with the consent of the Directors, be allowed a like number of additional months' credit.

rith,
ipon
oun-

eomtent Preany, the

s of s as for ne-

rede-

ent jorents the

ck-

nount neth.

to or

or

in-

THE MASONIC TEMPLE COMPANY OF LONDON.

POWER OF ATTORNEY TO ACT AS PROXY.

Know all men by these presents, that I in the County of do make, constitute and appoint in the County of my true and lawful Attorney for me, and in my name, place and stead, and as my proxy to vote at all elections of Directors, and upon any matters submitted at meetings of the Shareholders held in pursuance of the Charter of Incorporation of the Masonic Temple Company of London, Ontario. Dated this day of

A.D., 187

Holder of

Shares,

P. O. Address.

of do of oful oxy tted r of rio.